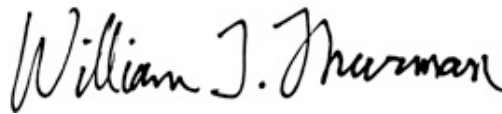


This order is SIGNED.

Dated: May 1, 2015



WILLIAM T. THURMAN
U.S. Bankruptcy Judge



Prepared and Submitted By:

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Attorneys for Debtor Naartjie Custom Kids, Inc.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF UTAH, CENTRAL DIVISION**

In re:

NAARTJIE CUSTOM KIDS, INC.,

Debtor.

Case No. 14-29666

Chapter 11

Judge William T. Thurman

**ORDER GRANTING DEBTOR'S MOTION FOR ORDER, PURSUANT TO
BANKRUPTCY CODE SECTIONS 363(b) AND 503(c)(3), APPROVING DEBTOR'S
KEY EMPLOYEE RETENTION PLAN FOR NON-INSIDER EMPLOYEES**

Upon the Motion¹ of the Debtor in the above-captioned Chapter 11 Case seeking, pursuant to sections 363(b) and 503(c)(3) of title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (the “Bankruptcy Code”), Rule 6004 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and the Local Rules of this Court, for entry of an Order approving the Debtor’s key employee retention plan for the Debtor’s two remaining non-insider employees (the “KERP”) and authorizing the payments contemplated thereunder; and the Motion being supported by the *Declaration of Jeff Nerland* [Docket No. 447]; and the Court having determined that the relief sought in the Motion is in the best interest of the Debtor, its estate and creditors, and other parties-in-interest; and the Court having jurisdiction to consider the Motion and the relief requested therein; and venue being proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409; and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and it appearing that proper and adequate notice of the Motion and of the hearing on the Motion has been given as demonstrated by the *Notice of Hearing* [Docket No. 450] and the *Certificate of Service* for the Notice of Hearing [Docket No. 453], and that no other or further notice is necessary; and no objections to the Motion having been asserted; and a hearing having been held on the Motion on April 28, 2015, at which time the Court entered its findings of fact and conclusions of law on the record, which findings and conclusions are incorporated herein by reference, it is hereby **ORDERED, ADJUDGED, AND DECREED THAT:**

1. The Motion is **GRANTED**;
2. The KERP is **APPROVED**;

¹ Docket No. 446. Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

3. The Debtor is **AUTHORIZED** to pay \$10,000.00 to Stephen Ensign, the Debtor's controller, if Ensign remains employed with the Debtor until his services are no longer required;

4. The Debtor is **AUTHORIZED** to pay \$5,000.00 to Brian Anderson, a senior accounting manager for the Debtor, if Anderson remains employed with the Debtor until his services are no longer required;

5. The requirements of Bankruptcy Rule 6004(h) are hereby waived and the terms and conditions of this Order shall be immediately effective and enforceable upon its entry; and

6. The Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation of this Order.

End of Order_____

DESIGNATION OF PARTIES TO BE SERVED

Service of the foregoing Order shall be served to the parties in the manner designated below:

By Electronic Service: I certify that the parties of record in this case, as identified below, are registered CM/ECF users in this bankruptcy case.

- Jeffrey M Armington armington.jeff@dorsey.com
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- Gale K. x6Francis txbk13@utah.gov

By U.S. Mail – In addition to the parties of record receiving notice through the CM/ECF system, the following parties should be served notice: